

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

LEHMAN BROTHERS HOLDINGS INC., et al.,

Debtors.

Chapter 11 Case No.

08-13555 (JMP)

(Jointly Administered)

PARTIAL TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr.P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

Monarch Master Funding Ltd
Name of Transferee

Deutsche Bank AG, London Branch
Name of Transferor

Name and Address where notices to transferee should be sent:

C/O Monarch Alternative Capital LP
535 Madison Avenue
26th Floor
New York, NY 10022
Attn: Michael Gillin
Email: michael.gillin@monarchlp.com;
fundops@monarchlp.com
Phone: (212) 554-1743

Name and Address where transferee payments should be sent (if different from above): N/A

Court Claim # (if known): 21893

Amount of Claim: \$237,802,450.90

Amount of Claim Transferred: \$75,000,000.00

Date Claim Filed: September 21, 2009

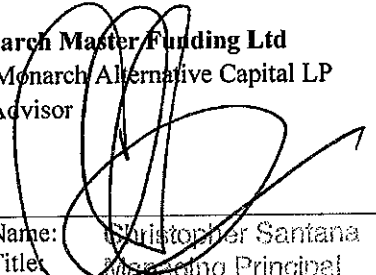
Name and Address of Transferor:

DEUTSCHE BANK AG, LONDON BRANCH
c/o Deutsche Bank Securities Inc.
60 Wall Street
New York, New York 10005
Attn: Rich Vichaidith
Email: richard.vichaidith@db.com

****PLEASE SEE ATTACHED DOCUMENTS****

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

Monarch Master Funding Ltd
By: Monarch Alternative Capital LP
Its: Advisor

By: 
Name: Christopher Santana
Title: Managing Principal

Date June 24, 2011

Penalty for making a false statement: Fine of up to \$500,000 or Imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

EXHIBIT A

Proof of Claim

United States Bankruptcy Court/Southern District of New York
Lehman Brothers Holdings Claims Processing Center
c/o Epiq Bankruptcy Solutions, LLC
FDR Station, P.O. Box 5076
New York, NY 10150-5076

In Re: Lehman Brothers Holdings Inc., et al. Debtors.	Chapter 11 Case No. 08-13555 (JMP) (Jointly Administered)
Name of Debtor Against Which Claim is Held Lehman Brothers Holdings Inc.	Case No. of Debtor 08-13555

NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503. Additionally, this form should not be used to make a claim for Lehman Programs Securities (See definition on reverse side.)

Name and address of Creditor: (and name and address where notices should be sent if different from Creditor)

GE Financial Markets
LE POLE HOUSE, SHIP STREET GREAT, DUBLIN 8-IRELAND
Attention: Rajiv Mehra, General Manager
cc: General Electric Capital Corporation
201 High Ridge Road, Stamford, CT 06927
Attention: Senior VP - Corporate Treasury and Global Funding Operation

Telephone number: Email Address:

Name and address where payment should be sent (if different from above)

Telephone number: Email Address:

1. Amount of Claim as of Date Case Filed: \$ 237,802,450.90

If all or part of your claim is secured, complete Item 4 below; however, if all of your claim is unsecured, do not complete item 4.

If all or part of your claim is entitled to priority, complete Item 5.

If all or part of your claim qualifies as an Administrative Expense under 11 U.S.C. § 503(b)(9), complete Item 6.

☒ Check this box if all or part of your claim is based on a Derivative Contract.*

☒ Check this box if all or part of your claim is based on a Guarantee.*

*IF YOUR CLAIM IS BASED ON AMOUNTS OWED PURSUANT TO EITHER A DERIVATIVE CONTRACT OR A GUARANTEE OF A DEBTOR, YOU MUST ALSO LOG ON TO <http://www.lehman-claims.com> AND FOLLOW THE DIRECTIONS TO COMPLETE THE APPLICABLE QUESTIONNAIRE AND UPLOAD SUPPORTING DOCUMENTATION OR YOUR CLAIM WILL BE DISALLOWED.

☒ Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of interest or additional charges. Attach itemized statement of interest or charges to this form or on <http://www.lehman-claims.com> if claim is based on a Derivative Contract or Guarantee.

2. Basis for Claim: See attached schedule.

(See instruction #2 on reverse side.)

3. Last four digits of any number by which creditor identifies debtor: _____

3a. Debtor may have scheduled account as: _____

(See instruction #3a on reverse side.)

4. Secured Claim (See instruction #4 on reverse side.)

Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.

Nature of property or right of setoff: ☐ Real Estate ☐ Motor Vehicle ☐ Other

Describe: _____

Value of Property: \$ _____ Annual Interest Rate _____ %

Amount of arrearage and other charges as of time case filed included in secured claim, if any:

\$ _____ Basis for perfection: _____

Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____

6. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. § 503(b)(9): \$ _____
(See instruction #6 on reverse side.)

7. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.

8. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages and security agreements. Attach redacted copies of documents providing evidence of perfection of a security interest. (See definition of "redacted" on reverse side.) If the documents are voluminous, attach a summary.

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain:

Date:

9/18/09

Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.

Eric C. Duenwald 201 High Ridge Rd.
Director Stamford, CT 06927
(203) 357-4296

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

PROOF OF CLAIM

Filed: USBC - Southern District of New York

Lehman Brothers Holdings Inc., Et Al.

08-13555 (JMP)

0000021893



THIS SPACE IS FOR COURT USE ONLY

☐ Check this box to indicate that this claim amends a previously filed claim.

Court Claim

Number: _____

(If known)

Filed on: _____

☐ Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

☐ Check this box if you are the debtor or trustee in this case.

5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.

Specify the priority of the claim:

☐ Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

☐ Wages, salaries or commissions (up to \$10,950), earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4).

☐ Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).

☐ Up to \$2,425 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7).

☐ Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).

☐ Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(_____).

Amount entitled to priority:

\$ _____

FOR COURT USE ONLY

FILED / RECEIVED

SEP 21 2009

EPIQ BANKRUPTCY SOLUTIONS, LLC

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re:) Chapter 11
)
Lehman Brothers Special Financing Inc.) Case No. 08-13888 (JMP)
) (Jointly Administered with
Debtor.) Case No. 08-13555)
-----X	

ATTACHMENT TO PROOF OF CLAIM OF GE FINANCIAL MARKETS

1. GE Financial Markets ("Claimant") is filing this Proof of Claim against Lehman Brothers Special Financing Inc. ("Debtor") with respect to amounts owed by Debtor to Claimant pursuant to a 2002 ISDA Master Agreement (the "Master Agreement") dated as of December 1, 2004 between Claimant and Debtor. The obligations of Debtor under the Master Agreement are guaranteed by Lehman Brothers Holdings Inc. (the "Guarantor") pursuant to the terms of a Guarantee dated as of December 1, 2004 (the "Guarantee").

2. When the Guarantor filed for Chapter 11 protection on September 15, 2008, there were numerous derivative transactions between Claimant and Debtor (the "Transactions") that were outstanding under the Master Agreement. Since that filing constituted an Event of Default with respect to Debtor under the terms of the Master Agreement, Claimant subsequently designated September 15, 2008 as the Early Termination Date with respect to the Transactions. That termination was accomplished by means of a notice sent by Claimant to Debtor in accordance with the terms of Section 6(a) of the Master Agreement.

3. Claimant has calculated in accordance with the terms of Section 6(e) of the Master Agreement that there is a payment due from Debtor to Claimant in respect of the Early Termination Date which, after applicable netting, set-off and application of collateral, has the principal amount of \$237,802,450.90 (the "Termination Amount") and Claimant has also

determined that Debtor owes interest on the Termination Amount in accordance with the terms of the Master Agreement (the "Termination Interest", with the Termination Amount and the Termination Interest being collectively referred to as the "Termination Claim"). The details of the calculation of the Termination Amount are set forth in a statement sent by Claimant to Debtor in accordance with the terms of Section 6(d) of the Master Agreement. The Debtor is also obligated under the Master Agreement to reimburse Claimant for reasonable fees and expenses which are not presently fully ascertainable.

4. Claimant expressly reserves the right to amend or supplement this Proof of Claim for any purpose whatsoever, including but not limited to the purposes of increasing the amount of its claim hereunder, fixing or liquidating any claims stated herein, specifying claims for ongoing obligations of Debtor that are not expressly described herein.

5. Claimant may have post-petition expense claims against Debtor. By filing this Proof of Claim, Claimant does not waive any of its post-petition claims against Debtor, and expressly reserves all of its rights in connection with such claims.

6. To the best of Claimant's knowledge, no judgment has been rendered on the claims set forth herein.

7. To the best of Claimant's knowledge, all payments made by Debtor in connection with the claims asserted herein have been credited and deducted for the purposes of making this Proof of Claim.

8. Claimant does not waive any right of action that it has or may have against Debtor or any other person or persons.

9. In filing this Proof of Claim, Claimant does not submit itself to the jurisdiction of this Court for any purpose other than with respect to this Proof of Claim.

10. The filing of this Proof of Claim is not intended and should not be construed to be an election of remedies or waiver of any past, present or future defaults or events of default under any agreements between Claimant and Debtor.

11. Since this claim is based on a Derivative Contract, the supporting documentation will be filed electronically in accordance with the special procedure for Derivative Contracts.

Danica Williams
Direct Dial: (212) 906-4643
Danica.Williams@lw.com

53rd at Third
885 Third Avenue
New York, New York 10022-4634
Tel: +1.212.906.1200 Fax: +1.212.751.4864
www.lw.com

LATHAM & WATKINS LLP

FIRM / AFFILIATE OFFICES

Abu Dhabi	Munich
Barcelona	New Jersey
Brussels	New York
Chicago	Orange County
Doha	Paris
Dubai	Rome
Frankfurt	San Diego
Hamburg	San Francisco
Hong Kong	Shanghai
London	Silicon Valley
Los Angeles	Singapore
Madrid	Tokyo
Milan	Washington, D.C.
Moscow	

September 21, 2009

VIA MESSENGER

Epiq Bankruptcy Solutions, LLC
Attn: Lehman Brothers Holdings Claims Processing
757 Third Avenue, 3rd Floor
New York, New York 10017

Re: Lehman Brothers Holdings Inc., et al. Debtors # 08-13555, Proof of Claim

Dear Sir/Madam:

Enclosed please find two original and two file copy versions of the *Proof of Claim* in respect of GE Financial Markets' claims against Lehman Brothers Holdings Inc. and Lehman Brothers Special Financing Inc.

Please time-stamp the copy versions of the Proof of Claim and return it in the enclosed prepaid FedEx envelope, provided for your convenience.

Respectfully submitted,

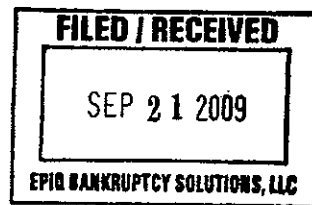


Danica Williams, Associate
of LATHAM & WATKINS LLP

Enclosure

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Valerie Henderson
RECEIVED BY:

DATE

3:32
TIME

EXHIBIT B

Evidence of Transfer from Transferor to Transferee

EVIDENCE OF PARTIAL TRANSFER OF CLAIM

TO: United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court")
Attn: Clerk

AND TO: Lehman Brothers Holdings Inc. (the "Debtor")
Case No. 08-13555 (JMP) (Jointly Administered) (the "Case")

Proof of Claim Number 21893

DEUTSCHE BANK AG, LONDON BRANCH and its successors and assigns ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned unto:

Monarch Master Funding Ltd
C/O Monarch Alternative Capital LP
535 Madison Avenue
26th Floor
New York NY 10022
Attn: Michael Gillin
Email: michael.gillin@monarchlp.com; *FUNDOPS@MONARCHLP.COM*
Phone: (212) 554-1743

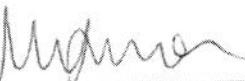
and its successors and assigns ("Buyer"), all right, title and interest in and to Proof of Claim Number 21893, solely to the extent of \$75,000,000.00, (the "Claim") against Debtor in the Case in the Bankruptcy Court, or any other court with jurisdiction over the bankruptcy proceedings of the Debtor.

Seller hereby waives any objection to the transfer of the Claim to Buyer on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges and understands, and hereby stipulates that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the Claim and recognizing the Buyer as the sole owner and holder of the Claim.

You are hereby directed to make all future payments and distributions, and to give all notices and other communications, in respect of the Claim to Buyer.

IN WITNESS WHEREOF the undersigned has duly executed this Evidence of Partial Transfer of Claim by its duly authorized representative dated June 22 2011.

DEUTSCHE BANK AG, LONDON BRANCH

By: 
Name: _____
Title: Michael Sutton
Managing Director

Monarch Master Funding Ltd
By: Monarch Alternative Capital LP
Its: Advisor

By: 
Name: _____
Title: Ross Miller
Director

By: _____
Name: _____
Title: _____

EVIDENCE OF PARTIAL TRANSFER OF CLAIM

TO: United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court")
Attn: Clerk

AND TO: Lehman Brothers Holdings Inc. (the "Debtor")
Case No. 08-13555 (JMP) (Jointly Administered) (the "Case")

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Monarch Master Funding Ltd
C/O Monarch Alternative Capital LP
535 Madison Avenue
26th Floor
New York NY 10022
Attn: Michael Gillin
Email: michael.gillin@monarchlp.com
Phone: (212) 554-1743

jfundops@monarchlp.com

and its successors and assigns ("Buyer"), all right, title and interest in and to Proof of Claim Number 21893, solely to the extent of \$75,000,000.00, (the "Claim") against Debtor in the Case in the Bankruptcy Court, or any other court with jurisdiction over the bankruptcy proceedings of the Debtor.

Seller hereby waives any objection to the transfer of the Claim to Buyer on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges and understands, and hereby stipulates that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the Claim and recognizing the Buyer as the sole owner and holder of the Claim.

You are hereby directed to make all future payments and distributions, and to give all notices and other communications, in respect of the Claim to Buyer.

IN WITNESS WHEREOF the undersigned has duly executed this Evidence of Partial Transfer of Claim by its duly authorized representative dated June 22 2011.

DEUTSCHE BANK AG, LONDON BRANCH

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

Monarch Master Funding Ltd
By: Monarch Alternative Capital LP
Its: Advisor

By: _____
Name: Christopher Sanyana
Title: Managing Principal